

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CARL W. HEFTON (individually, and on behalf of :
DOUG TURNER, TROY FIELDS, RICHARD :
BLACKMON, BOB CARTER, DALE KESLER, :
RICHARD CAPERTON, DAN CONWAY AND :
ELLIOTT S. OSHRY), and BEN G. GILL (individually, : 07-CV-9586 (RPP)
and on behalf of BRIAR TREE, LTD) :
 : **AFFIRMATION**
 :
Plaintiffs, :
 :
-against- :
 :
VISCERN HOLDING CORPORATION, :
 :
Defendant. :
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Steven D. Karlin, an attorney duly admitted to practice law in the courts of the State of New York and in the United States District Court for the Southern District of New York affirms the following under penalty of perjury:

1. I am a member of the law firm of Platzer, Swergold, Karlin, Levine, Goldberg & Jaslow, LLP attorneys for the plaintiffs, and am fully familiar with the facts and circumstances herein.
2. I submit this Affirmation in support of plaintiffs' motion to remand.
3. Annexed hereto and made a part hereof as Exhibit "A" is a true and correct copy of the Notice of Removal and Removal Petition served by the defendant upon the undersigned.
4. Annexed hereto and made a part hereof as Exhibit "B" is a true and correct copy of the Stockholders' Agreement by and between, among others, Carl Hefton and the defendant.
5. Annexed hereto and made a part hereof as Exhibit "C" is a true and correct copy of the Escrow Agreement dated December 30, 2005.

6. Annexed hereto and made a part hereof as Exhibit “D” is a true and correct copy of a Decision and Order of the Supreme Court of the State of New York, County of New York, (Madden, J.) dismissing an action commenced by the defendant against plaintiff, Hefton, which was brought under and in connection with the Stockholders’ Agreement.

7. Annexed hereto and made a part hereof as Exhibit “E” is a true and correct copy of a letter dated August 21, 2007, sent to the defendant demanding, *inter alia*, that the plaintiff, Hefton, be reinstated to the Board of Directors of the defendant.

8. Annexed hereto and made a part hereof as Exhibit “F” is a true and correct copy of a letter dated August 20, 2007, sent to defendant’s counsel demanding, *inter alia*, an accounting with respect to, and return of, a certain escrow fund from the defendant.

9. Annexed hereto and made a part hereof as Exhibit “G” are true and correct copies of the memoranda of law submitted by plaintiff Hefton and the defendant in the action commenced by the defendant against plaintiff Hefton in the Supreme Court of the State of New York, County of New York, which action resulted in the aforementioned Decision and Order of dismissal.

Dated: New York, New York
November 19, 2007

/s/Steven D. Karlin
STEVEN D. KARLIN (SK-0633)